

YUM BRANDS INC
Form 8-K
May 24, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 20, 2016

Commission file number 1-13163

YUM! BRANDS, INC.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| North Carolina (State or other jurisdiction of incorporation or organization) | 13-3951308 (I.R.S. Employer Identification No.) |
|---|---|

| | |
|--|---------------------|
| 1441 Gardiner Lane, Louisville, Kentucky (Address of principal executive offices) | 40213 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (502)
874-8300

Former name or former address, if changed since last
report:N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following is a brief description of each matter voted upon at YUM! Brands, Inc. (the "Company") Annual Meeting of Shareholders held on May 20, 2016, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter.

1. The election of the following directors, who will serve until their respective successors are elected and qualified or until their earlier death or resignation:

| Director | For | Against | Abstain | Broker non-votes |
|-------------------------|-------------|-----------|---------|------------------|
| Michael J. Cavanagh | 299,494,732 | 821,979 | 346,981 | 47,075,056 |
| Brian C. Cornell | 299,008,048 | 876,931 | 778,713 | 47,075,056 |
| Greg Creed | 299,346,992 | 974,251 | 342,449 | 47,075,056 |
| David W. Dorman | 295,355,770 | 4,964,555 | 343,367 | 47,075,056 |
| Mirian M. Graddick-Weir | 296,254,261 | 4,084,447 | 324,984 | 47,075,056 |
| Jonathan S. Linen | 298,213,997 | 2,091,333 | 358,362 | 47,075,056 |
| Keith Meister | 299,414,597 | 895,275 | 353,820 | 47,075,056 |
| Thomas C. Nelson | 299,350,118 | 962,059 | 351,515 | 47,075,056 |
| Thomas M. Ryan | 294,588,278 | 5,732,689 | 342,725 | 47,075,056 |
| P. Justin Skala | 299,172,999 | 1,139,137 | 351,556 | 47,075,056 |
| Elane B. Stock | 296,320,479 | 4,021,774 | 321,439 | 47,075,056 |
| Robert D. Walter | 296,325,626 | 3,986,289 | 351,777 | 47,075,056 |

2. The proposal to ratify the appointment of KPMG LLP as the Company's independent auditor for 2016 was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 344,671,193 |
| Votes against | 2,542,976 |
| Abstentions | 524,579 |

There were no broker non-votes for this item.

3. The proposal to approve, by non-binding advisory vote, the executive compensation of the Company's named executive officers was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 274,416,119 |
| Votes against | 24,502,271 |
| Abstentions | 1,745,302 |
| Broker non-votes | 47,075,056 |

4. The proposal to approve the Company's Long Term Incentive Plan as Amended was approved based upon the following votes:

| | |
|--------------------|-------------|
| Votes for approval | 281,129,017 |
| Votes against | 18,084,120 |
| Abstentions | 1,450,555 |
| Broker non-votes | 47,075,056 |

5. The shareholder proposal concerning responsible and accurate labeling was not voted on because it was not properly presented at the meeting, as neither the shareholder proponent nor their designee was in attendance.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

YUM! BRANDS, INC.
(Registrant)

Date: May 24, 2016 /s/ John P. Daly
Vice President and
Associate General Counsel